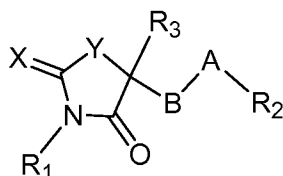


Amendments to the Claims

The following listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

1. (Currently amended) A composition comprising a compound of the formula



or pharmaceutically acceptable salts thereof together with a pharmaceutically acceptable carrier, excipient, or diluent, wherein

A is ~~aryl or heteroaryl~~ furan;

B is C₁-C₆ alkyl or C₂-C₆ alkenyl;

X is sulfur, oxygen, =CR₄R₅, =NR₄, =NC(O)R₄, or =NSO₂R₄,

Y is sulfur, ~~oxygen, C(R₄)(R₅), N(R₄), NC(O)(R₄), NSO₂(R₄), S(O)₂-, or -S(O)-~~;

R₁ is ~~-H, -NH₂, C₁-C₆ alkyl, C₁-C₂ alkenyl, C₁-C₆ alkyl-S-C₁-C₆ alkyl, C₀-C₆ alky-aryl, C₀-C₆ alkyl-C(O)OR₆, C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-carbocyclyl, -NH-SO₂-aryl, -C₀-C₆ alkyl-C(O)NR₆R₇, -C₀-C₆ alkyl-C(S)NR₆R₇, C₀-C₆ alky-heteroaryl-aryl, -NHC(O)-aryl, C₀-C₆ alkyl-C(O)NH-C₀-C₆ alkyl-C(O)-O-R₆, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-aryl, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-carbocyclyl, -SO₂-R₆, C(O)-R₆ or -C(O)-OR₆~~, wherein each one of the alkyl, aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R₅;

R₂ is ~~-H, halogen, C₁-C₆ alkyl, C₀-C₆ alky-aryl, -NO₂, C₀-C₆ alkyl-C(O)-OR₆, C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-carbocyclyl, -N(R₆)-C(O)NR₆R₇, -NHSO₂-aryl, C₀-C₆ alky-heteroaryl-aryl or -C(O)-R₆~~, wherein each one of the aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R₄;

R₃ is -H, C₁-C₆ alkyl or C₂-C₆ alkenyl; or

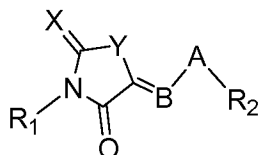
R₃ and B together with the carbon atom to which they are attached form an alkenyl or a spirocyclic ring;

R₄ is halogen, oxo, -C(O)OR₆, -NO₂, C₁-C₆ alkyl optionally substituted with halo, -C₁-C₆ alkoxy optionally substituted with halo, -CH₃, -SO₂NH₂ or -C(O)-OR₆;

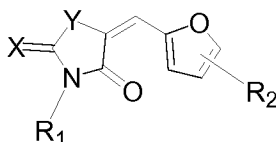
R₅ is halogen, oxo, C₁-C₆ alkoxy, C₁-C₆ alkyl, C₀-C₆ alkyl-aryl, -NO₂, di(C₁-C₆ alkyl)amino, -CF₃, -OH, -SO₂NH₂ or -C(O)-OR₆; and

R₆ and R₇ are independently -H, halogen, C₁-C₆ alkoxy, C₁-C₆ alkyl, C₂-C₆ alkenyl, aryl, di(C₁-C₆ alkyl)amino, -CF₃, -OH or -C(O)-OR₆.

2. (original) The composition according to claim 1 wherein the compound is of the formula



3. (original) The composition according to claim 2 wherein the compound is of the formula

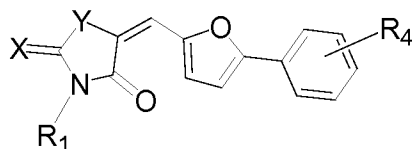


4. (Currently amended) The composition according to claim 3 wherein R₁ is ~~-H~~, C₁-C₆ alkyl, C₁-C₂ alkenyl, C₀-C₆ alky-aryl, C₀-C₆ alkyl-C(O)OR₆, C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-carbocyclyl or C₀-C₆ alky-heteroaryl-aryl, and R₂ is -H, halogen, C₁-C₆ alkyl, C₀-C₆ alky-aryl.

5. (Currently amended) The composition according to claim 4 wherein R₁ is ~~-H~~, C₁-C₆ alkyl, C₁-C₂ alkenyl, C₀-C₆ alky-aryl, or C₀-C₆ alkyl-C(O)OR₆ and R₂ is C₀-C₆ alky-aryl.

6. (Currently amended) The composition according to claim 5 wherein R₁ is ~~-H~~, allyl, phenyl or benzyl and R₂ is phenyl.

7. (original) The composition according to claim 3 wherein the compound is of the formula

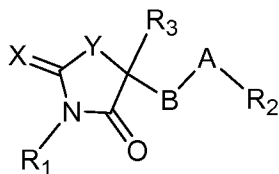


8. (Currently amended) The composition according to claim 7 wherein R₁ is ~~H~~, C₁-C₆ alkyl, C₁-C₂ alkenyl, C₀-C₆ alky-aryl, C₀-C₆ alkyl-C(O)OR₆, C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-carbocyclyl or C₀-C₆ alky-heteroaryl-aryl, and R₄ is halogen, oxo, -NO₂, C₁-C₆ alkyl, -C₁-C₆ alkoxy, -CF₃, -SO₂NH₂, or -C(O)-OR₆.

9. (Currently amended) The composition according to claim 8 wherein R₁ is ~~H~~, C₁-C₆ alkyl, C₁-C₂ alkenyl, C₀-C₆ alky-aryl, or C₀-C₆ alkyl-C(O)OR₆, and R₄ is halogen, -NO₂, C₁-C₆ alkyl, -C₁-C₆ alkoxy, -CF₃, -SO₂NH₂, or -C(O)-OR₆.

10. (Currently amended) The composition according to claim 9 wherein R₁ is ~~H~~, allyl, phenyl or benzyl and R₄ is chloro, bromo, fluoro, -NO₂, -OCH₃, -CF₃ or -C(O)-OH.

11. (Currently amended) A composition comprising a compound of the formula



or a pharmaceutically acceptable salts thereof together with a pharmaceutically acceptable carrier, excipient, or diluent, wherein

A is aryl or heteroaryl~~furanyl~~;

B is C₁-C₆ alkyl or C₂-C₆ alkenyl;

X is sulfur, oxygen, =CR₄R₅, =NR₄, =NC(O)R₄, or =NSO₂R₄,

Y is sulfur, ~~oxygen, C(R₄)(R₅), N(R₄), NC(O)(R₄), NSO₂(R₄), S(O)₂-, or -S(O)-;~~

R₁ is ~~H~~, -NH₂, C₁-C₆ alkyl, C₁-C₂ alkenyl, C₁-C₆ alkyl-S-C₁-C₆ alkyl, C₀-C₆ alky-aryl, C₀-C₆ alkyl-C(O)OR₆, C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-carbocyclyl, -NH-SO₂-aryl, -C₀-C₆ alkyl-C(O)NR₆R₇, -C₀-C₆ alkyl-C(S)NR₆R₇, C₀-C₆ alky-heteroaryl-aryl, -NHC(O)-aryl, C₀-C₆ alkyl-C(O)NH-C₀-C₆ alkyl-C(O)-O-R₆, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-aryl, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-carbocyclyl, -SO₂-R₆, C(O)-R₆ or -C(O)-OR₆, wherein each one of the alkyl, aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R₅;

R₂ is -H, halogen, C₁-C₆ alkyl, C₀-C₆ alky-aryl, -NO₂, C₀-C₆ alkyl-C(O)-OR₆, C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-carbocyclyl, -N(R₆)-C(O)NR₆R₇, -NH-SO₂-aryl, C₀-C₆ alky-heteroaryl-aryl or -C(O)-R₆, wherein each one of the aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R₄;

R₃ is -H, C₁-C₆ alkyl or C₂-C₆ alkenyl; or

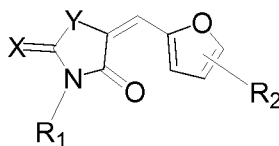
R₃ and B together with the carbon atom to which they are attached form an alkenyl or a spirocyclic ring;

R₄ is halogen, oxo, -C(O)OR₆, -NO₂, C₁-C₆ alkyl optionally substituted with halo, -C₁-C₆ alkoxy optionally substituted with halo, -CF₃, -SO₂NH₂ or -C(O)-OR₆;

R₅ is halogen, oxo, C₁-C₆ alkoxy, C₁-C₆ alkyl, C₀-C₆ alkyl-aryl, -NO₂, di(C₁-C₆ alkyl)amino, -CF₃, -OH, -SO₂NH₂ or -C(O)-OR₆; and

R₆ and R₇ are independently -H, halogen, C₁-C₆ alkoxy, C₁-C₆ alkyl, C₂-C₆ alkenyl, aryl, di(C₁-C₆ alkyl)amino, -CF₃, -OH or -C(O)-OR₆,

provided the compound is not a compound of the formula



X and Y are independently sulfur, oxygen, -CR₄R₅, -NR₄, -NC(O)R₄, -NSO₂R₄, -SO₂, or -SO;

R₁ is ~~-H~~, -NH₂, C₁-C₆ alkyl, C₁-C₂ alkenyl, C₁-C₆ alkyl-S-C₁-C₆ alkyl, C₀-C₆ alky-aryl, C₀-C₆ alkyl-C(O)OR₆, C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-carbocyclyl, -NH-SO₂-aryl, -C₀-C₆ alkyl-C(O)NR₆R₇, -C₀-C₆ alkyl-C(S)NR₆R₇, C₀-C₆ alky-heteroaryl-aryl, -NHC(O)-aryl, C₀-C₆ alkyl-C(O)NH-C₀-C₆ alkyl-C(O)-O-R₆, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-aryl, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-C(O)-NH-C₀-C₆ alkyl-carbocyclyl, -SO₂-R₆, C(O)-R₆, or -C(O)-OR₆, wherein each one of the alkyl, aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R₅;

R₂ is -H, halogen, C₁-C₆ alkyl, C₀-C₆ alky-aryl, -NO₂, C₀-C₆ alkyl-C(O)-OR₆, C₀-C₆ alkyl-heteroaryl, C₀-C₆ alkyl-heterocyclyl, C₀-C₆ alkyl-carbocyclyl, -N(R₆)-

C(O)NR₆R₇, -NHSO₂-aryl, C₀-C₆ alky-heteroaryl-aryl, or -C(O)-R₆, wherein each one of the aryl, heteroaryl, heterocyclic and carbocyclyl are optionally substituted with one or more R₄;

R₄ is halogen, oxo, -C(O)OR₆, -NO₂, C₁-C₆ alkyl optionally substituted with halo, -C₁-C₆ alkoxy optionally substituted with halo, -CF₃, -SO₂NH₂, or -C(O)-OR₆;

R₅ is halogen, oxo, C₁-C₆ alkoxy, C₁-C₆ alkyl, C₀-C₆ alkyl-aryl, -NO₂, di(C₁-C₆ alkyl)amino, -CF₃, -OH, -SO₂NH₂, or -C(O)-OR₆; and

R₆ and R₇ are independently -H, halogen, C₁-C₆ alkoxy, C₁-C₆ alkyl, C₂-C₆ alkenyl, aryl, di(C₁-C₆ alkyl)amino, -CF₃, -OH, or -C(O)-OR₆.

12. (Withdrawn) A method of inhibiting ubiquitination in a cell comprising contacting a cell in which inhibition of ubiquitination is desired with a composition according to claim 1.
13. (Withdrawn) The method according to claim 12 wherein the cell is from a mammal.
14. (Withdrawn) The method according to claim 13 wherein the mammal is human.
15. (Withdrawn) A method of treating cell proliferative diseases or conditions comprising administering to a patient an effective amount of a composition according to claim 1.
16. (Withdrawn) The method according to claim 15 wherein the cell proliferative diseases are cancers.
17. (Withdrawn) The method according to claim 16 wherein the patient is human.
18. (Withdrawn) A method of inhibiting ubiquitination in a cell comprising contacting a cell in which inhibition of ubiquitination is desired with a composition according to claim 2.
19. (Withdrawn) A method of inhibiting ubiquitination in a cell comprising contacting a cell in which inhibition of ubiquitination is desired with a composition according to claim 3.
20. (Withdrawn) A method of inhibiting ubiquitination in a cell comprising contacting a cell in which inhibition of ubiquitination is desired with a composition according to claim 7.